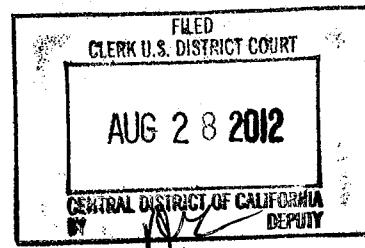


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17 CLERK U.S. DISTRICT COURT
18 CENTRAL DISTRICT OF CALIF.
19 LOS ANGELES
20 *[Handwritten signature]*

21 **UNITED STATES DISTRICT COURT**
22 **CENTRAL DISTRICT OF CALIFORNIA**

23 **WESTERN DIVISION**

24 IN THE MATTER OF AN APPLICATION
25 TO ENFORCE ADMINISTRATIVE
26 SUBPOENAS OF THE

27 SECURITIES AND EXCHANGE
28 COMMISSION,

Applicant,

v.

CUSTODIAN OF RECORDS,
R.R. DONNELLEY & SONS COMPANY,

Respondent.

Case No.

**[PROPOSED] ORDER TO SHOW
CAUSE WHY AN ORDER
COMPELLING COMPLIANCE WITH
ADMINISTRATIVE SUBPOENAS
SHOULD NOT BE ISSUED**

*CV12-7331-SVW
(Cw)*

The Applicant, Securities and Exchange Commission (“Commission”), having filed an *Ex Parte* Application for an Order to Show Cause and Application for Order Compelling Compliance with Administrative Subpoenas against Custodian of Records of R.R. Donnelley & Sons Company (“Donnelly”), the Court having considered the Application and documents filed in support thereof, and good cause having been shown, the Court being fully advised in the matter, and there being no just cause for delay:

I.

IT IS HEREBY ORDERED that the Commission's Application for an Order to Show Cause Why an Order Compelling Compliance with Administrative Subpoenas Should Not Be Issued is GRANTED.

II.

IT IS HEREBY ORDERED that on October 1, 2012, at 1:30 p.m., or as soon thereafter as the parties can be heard, Respondent shall appear before the Honorable STEPHEN V. WILSON, United States District Judge, in Courtroom 6, located at 312 No. Spring St., Los Angeles, California, to show cause, if there be any, why an Order Compelling Compliance with Administrative Subpoenas should not be granted in accordance with the Application filed by the Commission herein.

III.

IT IS FURTHER ORDERED that, and as the Commission and Donnelley have previously agreed, any papers in opposition to the issuance of said Order shall be filed by Respondent with this Court and served on the Commission's Los Angeles Regional Office at 5670 Wilshire Boulevard, 11th Floor, Los Angeles, California 90036, such that they arrive no later than 5:00 p.m. (PST), on September 4, 2012, and that the Commission's reply papers, if any, be filed with this Court and served on Respondent or its counsel, such that they arrive no later than 5:00

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1 p.m. (PST) on September 7, 2012.
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4 Dated: 8/28/12

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6 UNITED STATES DISTRICT JUDGE
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